

In re: Sears Holdings Corporation, *et al.*
Debtors

Case No. 18-23538 (RDD)
Reporting Period: January 6, 2019 – February 2, 2019
Federal Tax I.D. # 20-1920798

**GLOBAL NOTES AND STATEMENTS OF LIMITATIONS
AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS**

On October 15, 2018 (the “**Petition Date**”), Sears Holdings Corporation and 52 of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**,” and together with the Debtors’ non-debtor affiliates, the “**Company**”)¹ filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). In addition, Debtors SHC Licensed Business LLC, SHC Promotions LLC and SRe Holding Corporation filed their voluntary petitions for relief on October 18, 2018, October 22, 2018 and January 7, 2019, respectively. The Debtors’ chapter 11 cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) under the caption Sears Holdings Corporation, *et al.*, Case No. 18-23538 (RDD) (S.D.N.Y.), pursuant to an order entered by the Bankruptcy Court on October 15, 2018 [ECF No. 118]. On October 24, 2018, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a) of the Bankruptcy Code (the “**Creditors’ Committee**”) [ECF No. 276]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On February 8, 2019, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement Among Sellers and Buyer, (II) Authorizing the Sale of Certain of the Debtors’ Assets Free and Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief* [ECF No. 2507] (the “**Sale Order**”). The Sale Transaction (as defined in the Sale Order) closed on February 11, 2019 (the “**Closing**”).

The following notes and statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

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1. **Basis of Presentation.** The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee for the Southern District of New York (the “**U.S. Trustee**”). The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.

This MOR has not been prepared in accordance with accounting principles generally accepted in the United States of America (“**U.S. GAAP**”) and does not include all of the information and footnotes required by U.S. GAAP. Therefore, there can be no assurance that the consolidated financial information presented herein is complete, and readers are strongly cautioned not to place undue reliance on the MOR.

The information furnished in this report includes primarily normal recurring adjustments but does not include all the adjustments that would typically be made for the quarterly and annual consolidated financial statements to be in accordance with U.S. GAAP. Certain adjusting entries (including, but not limited to, income tax expense and intercompany profit eliminations) are only prepared on a quarterly basis, and therefore any such adjustments included herein are based on information as of February 2, 2019, the Debtors’ fiscal year end. However, there are certain year-end adjustments that will be made in the ordinary course of business and are based on information not yet available as of the date of this report. As such, those adjustments are not reflected in this MOR. Additional detail is provided in paragraph 8(e) below.

Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with U.S. GAAP. Accordingly, upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

In future periods, any changes to prior period balances will be reflected in the current month’s MOR.

The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations and financial position of the Debtors in the future.

2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors’ books and records and financial activity occurring during the applicable reporting

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period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.

3. **Consolidated Entity Accounts Payable and Disbursements Systems.** Cash was received and disbursed by the Debtors as described in the *Motion of Debtors for Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Ordinary Course Changes to Cash Management System, (III) Continue Intercompany Transactions, and (IV) Provide Administrative Expense Priority for Post-Petition Intercompany Claims and Related Relief* (the “**Cash Management Motion**”) to the extent approved in the order granting the Cash Management Motion on a final basis (the “**Final Cash Management Order**”) [ECF No. 1394].

On the Closing, in accordance with the terms of the Asset Purchase Agreement (as defined in the Sale Order), all of the Debtors’ bank accounts, other than those accounts listed at lines 1-4 of the annexed MOR-1c schedule titled “Bank Account Information,” were transferred to the Buyer (as defined in the Sale Order), not including any cash in such transferred bank accounts. The Debtors opened additional accounts, including regional cash accounts for store deposits, after this reporting period.

4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor-in-Possession Financing.** On November 30, 2018, the Debtors received authorization from the Bankruptcy Court to access their \$1,830,378,380 Debtor-in-Possession ABL Facility on a final basis pursuant to the *Final Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing, (B) Grant Senior Secured Priming Liens and Superpriority Administrative Expense Claims, and (C) Utilize Cash Collateral; (II) Granting Adequate Protection to the Pre-Petition Secured Parties; (III) Modifying the Automatic Stay; and (IV) Granting Related Relief* [ECF No. 955] (the “**Final DIP ABL Order**”), and on December 28, 2018 the Debtors received authorization to access on a final basis their \$350 million Junior Debtor-in-Possession Facility pursuant to the *Final Junior DIP Order (I) Authorizing the Debtors to (A) Obtain Post-Petition Financing and (B) Grant Secured Priming Liens and Superpriority Administrative Expense Claim; (II) Modifying the Automatic Stay; and (IV) Granting Related Relief* [ECF No. 1436] (the “**Final Junior DIP Order**,” and together with the Final ABL DIP Order, the “**DIP Orders**”) and the documents governing the Debtor-in-Possession financing thereunder (the “**DIP Loan Documents**”). Please see the DIP Orders for additional detail.

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Pursuant to the Sale Order, on the Closing, prepetition secured debt under the Final DIP ABL Order was repaid, and secured obligations under the Final Junior DIP Order were rolled into new financing of the Buyer and otherwise discharged as against the Debtors.

6. **Payment of Pre-Petition Claims Pursuant to Court Orders.** Within the first two days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "**First Day Orders**") authorizing, but not directing, the Debtors to pay, on an interim basis, certain pre-petition (a) claims of critical vendors, shippers, warehousemen, other lien claimants, and foreign creditors; (b) taxes; (c) employee wages, salaries and other compensation and benefits; and (d) obligations related to the use of the Debtors' cash management system, among other things. On November 16, 2018, the Bankruptcy Court approved the relief requested in connection with the First Day Orders on a final basis, except for the Final Cash Management Order, which was entered on December 21, 2018. To the extent any payments were made on account of such claims or obligations following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.

As stated above, pursuant to the Sale Order, on the Closing, prepetition secured debt under the Final DIP ABL Order was repaid, and secured obligations under the Final Junior DIP Order were rolled into new financing of the Buyer and otherwise discharged as against the Debtors.

7. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.
8. **Specific MOR Disclosures.**
- a. **Notes to MOR-1a:** The net cash receipts represent cash received by each Debtor assigned bank account.
 - b. **Notes to MOR-1b:** Certain Debtors make disbursements on behalf of other Debtors. The net cash disbursements represent cash disbursed by the applicable Debtor excluding disbursements made on behalf of other Debtors, which are reflected on the accounts of the Debtors on whose behalf they are made. The total disbursements (for quarterly fee purposes) represent the disbursements made on behalf of each affiliated Debtor.
 - c. **Notes to MOR-1c:** All amounts listed are the bank balances as of the date in the respective footnote on MOR 1-c. The Debtors have, on a timely basis, performed bank account reconciliations in the ordinary course of business. Due to the level of detailed records, copies of the bank account statements and reconciliations are available for inspection only upon request.

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- d. **Notes to MOR-1d:** This MOR lists the professional fees paid during this reporting period to Restructuring Professionals retained by the Debtors in these chapter 11 cases.
- e. **Notes to MOR-2 & MOR-3:** The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Bankruptcy Court actions, payments pursuant to Bankruptcy Court orders, further developments with respect to, among other things, the reconciliation and adjudication of claims, determinations of the secured status of certain claims, the value of any collateral securing such claims, rejection of executory contracts, or other events.

As noted in paragraph 1 above, there are certain year-end adjusting entries that are made in the normal course and are based on information not yet available as of the date of this report. As such, these adjustments are not reflected in this MOR. These adjustments primarily pertain to deferred tax adjusting entries, which are booked upon receipt of actuarial gain/loss information from the Company's third-party actuary.

- f. **Notes to MOR-4a:** For status of post-petition tax payments, see disclosures as noted on MOR-4a. Due to the size and detail of such records, (i) copies of IRS Form 6123 or payment receipts; (ii) copies of tax returns filed during the reporting period; and (iii) a taxes aging schedule will be made available upon reasonable request in writing to bankruptcy counsel for the Debtors.
- g. **Notes to MOR-4b:** During the reporting period, the Debtors were current on post-petition payables, taking into consideration pending credits and adjustments and disputes that arise in the ordinary course of business.
- h. **Notes to MOR-6:** During the December 2018 reporting period, the 2016 Term Loan was rolled up into the Senior Debtor-in-Possession Credit Facility (which for purposes of this MOR is defined as the "Debtor-in-Possession ABL Facility").

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**In re: SEARS HOLDINGS CORPORATION, et al.****Case No. 18-23538 (RDD)****Debtors****Reporting Period: 1/6/19 - 2/2/19****Federal Tax I.D. No. 20-1920798****CORPORATE MONTHLY OPERATING REPORT**

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts	<u>MOR-1a</u>	X	
Schedule of Cash Disbursements	<u>MOR-1b & 1b</u> <u>(CON'T)</u>	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	<u>MOR-1c</u>	X	
Copies of bank statements			Available Upon Request
Cash disbursements journals			Available Upon Request
Schedule of Retained Restructuring Professionals Fees	<u>MOR-1d</u>	X	
Statement of Operations	<u>MOR-2</u>	X	
Balance Sheet	<u>MOR-3</u>	X	
Status of Post-petition Taxes	<u>MOR-4a</u>	X	
Copies of IRS Form 6123 or payment receipt			Available Upon Request
Copies of tax returns filed during reporting period			Available Upon Request
Summary of Unpaid Post-petition Debts	<u>MOR-4b</u>	X	
Listing of Aged Accounts Payable			Available Upon Request
Accounts Receivable Reconciliation and Aging	<u>MOR-4c</u>	X	
Payments to Insiders	<u>MOR-5</u>	X	
Post Petition Status of Secured Notes	<u>MOR-6</u>	X	
Debtor Questionnaire	<u>MOR-7</u>	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

/s/ Mohsin Y. Meghji3/6/19

Signature of Authorized Individual

Date

Mohsin Y. MeghjiChief Restructuring Officer

Printed Name of Authorized Individual

Title of Authorized Individual

In re: SEARS HOLDINGS CORPORATION, et al.
(Jointly Administered)

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NOTES TO MONTHLY OPERATING REPORT

The Monthly Operating Report ("MOR") includes activity for the following Debtors:

#	DEBTOR ENTITY NAME	FILING DATE	BANKRUPTCY CASE NUMBER	COMPLETE EIN OR OTHER TAXPAYER I.D.
1.	SEARS, ROEBUCK AND CO.	10/15/18	18-23537	36-1750680
2.	SEARS HOLDINGS CORPORATION	10/15/18	18-23538	20-1920798
3.	KMART HOLDING CORPORATION	10/15/18	18-23539	32-0073116
4.	KMART OPERATIONS LLC	10/15/18	18-23540	32-0456546
5.	SEARS OPERATIONS LLC	10/15/18	18-23541	35-2524331
6.	SERVICELIVE, INC.	10/15/18	18-23542	36-4616774
7.	A&E FACTORY SERVICE, LLC	10/15/18	18-23543	36-4486695
8.	A&E HOME DELIVERY, LLC	10/15/18	18-23544	37-1500205
9.	A&E LAWN & GARDEN, LLC	10/15/18	18-23545	13-4275028
10.	A&E SIGNATURE SERVICE, LLC	10/15/18	18-23546	37-1500204
11.	FBA HOLDINGS INC.	10/15/18	18-23547	36-4186537
12.	INNOVEL SOLUTIONS, INC.	10/15/18	18-23548	36-1857180
13.	KMART CORPORATION	10/15/18	18-23549	38-0729500
14.	MAXSERV, INC.	10/15/18	18-23550	74-2707626
15.	PRIVATE BRANDS, LTD.	10/15/18	18-23551	55-0544022
16.	SEARS DEVELOPMENT CO.	10/15/18	18-23552	36-2476028
17.	SEARS HOLDINGS MANAGEMENT CORPORATION	10/15/18	18-23553	20-3592148
18.	SEARS HOME & BUSINESS FRANCHISES, INC.	10/15/18	18-23554	98-0126742
19.	SEARS HOME IMPROVEMENT PRODUCTS, INC.	10/15/18	18-23555	25-1698591
20.	SEARS INSURANCE SERVICES, L.L.C.	10/15/18	18-23556	36-4287182
21.	SEARS PROCUREMENT SERVICES, INC.	10/15/18	18-23557	30-0092859
22.	SEARS PROTECTION COMPANY	10/15/18	18-23558	36-4471250
23.	SEARS PROTECTION COMPANY (PR) INC.	10/15/18	18-23559	66-0704861
24.	SEARS ROEBUCK ACCEPTANCE CORP.	10/15/18	18-23560	51-0080535
25.	SEARS, ROEBUCK DE PUERTO RICO, INC.	10/15/18	18-23561	66-0233626
26.	SYW RELAY LLC	10/15/18	18-23562	35-2561870
27.	WALLY LABS LLC	10/15/18	18-23563	None
28.	BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	10/15/18	18-23564	None
29.	CALIFORNIA BUILDER APPLIANCES, INC.	10/15/18	18-23565	68-0406327
30.	FLORIDA BUILDER APPLIANCES, INC.	10/15/18	18-23566	36-3619133
31.	KBL HOLDING INC.	10/15/18	18-23567	26-0031295
32.	KLC, INC.	10/15/18	18-23568	75-2490839
33.	SEARS PROTECTION COMPANY (FLORIDA), LLC	10/15/18	18-23569	20-0224239
34.	KMART OF WASHINGTON LLC	10/15/18	18-23570	61-1448898
35.	KMART STORES OF ILLINOIS LLC	10/15/18	18-23571	61-1448897
36.	KMART STORES OF TEXAS LLC	10/15/18	18-23572	61-1448915
37.	MYGOFER LLC	10/15/18	18-23573	26-4005531
38.	SEARS BRANDS BUSINESS UNIT CORPORATION	10/15/18	18-23574	42-1564658
39.	SEARS HOLDINGS PUBLISHING COMPANY, LLC	10/15/18	18-23575	26-0075554
40.	KMART OF MICHIGAN, INC.	10/15/18	18-23576	38-3551696
41.	SHC DESERT SPRINGS, LLC	10/15/18	18-23577	None
42.	SOE, INC.	10/15/18	18-23578	83-0399616
43.	STARWEST, LLC	10/15/18	18-23579	37-1495379
44.	STI MERCHANDISING, INC.	10/15/18	18-23580	38-2760188
45.	TROY COOLIDGE NO. 13, LLC	10/15/18	18-23581	None
46.	BLUELIGHT.COM, INC.	10/15/18	18-23582	77-0527034
47.	SEARS BRANDS, L.L.C.	10/15/18	18-23583	42-1564664
48.	SEARS BUYING SERVICES, INC.	10/15/18	18-23584	36-3256533
49.	KMART.COM LLC	10/15/18	18-23585	77-0529022
50.	SEARS BRANDS MANAGEMENT CORPORATION	10/15/18	18-23586	36-2555365
51.	SHC LICENSED BUSINESS LLC	10/18/18	18-23616	37-1783718
52.	SHC PROMOTIONS LLC	10/22/18	18-23630	26-4209626
53.	SRE HOLDING CORPORATION	1/7/19	19-22031	46-4344816

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1a

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

SCHEDULE OF RECEIPTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH RECEIPTS (a)
1.	SEARS, ROEBUCK AND CO.	18-23537	\$ 403,831,458
2.	SEARS HOLDINGS CORPORATION	18-23538	407,836
3.	KMART HOLDING CORPORATION	18-23539	-
4.	KMART OPERATIONS LLC	18-23540	-
5.	SEARS OPERATIONS LLC	18-23541	-
6.	SERVICELIVE, INC.	18-23542	132,101
7.	A&E FACTORY SERVICE, LLC	18-23543	-
8.	A&E HOME DELIVERY, LLC	18-23544	-
9.	A&E LAWN & GARDEN, LLC	18-23545	-
10.	A&E SIGNATURE SERVICE, LLC	18-23546	-
11.	FBA HOLDINGS INC.	18-23547	-
12.	INNOVEL SOLUTIONS, INC.	18-23548	6,806,023
13.	KMART CORPORATION	18-23549	196,863,019
14.	MAXSERV, INC.	18-23550	-
15.	PRIVATE BRANDS, LTD.	18-23551	-
16.	SEARS DEVELOPMENT CO.	18-23552	-
17.	SEARS HOLDINGS MANAGEMENT CORPORATION	18-23553	34,441,310
18.	SEARS HOME & BUSINESS FRANCHISES, INC.	18-23554	649,604
19.	SEARS HOME IMPROVEMENT PRODUCTS, INC	18-23555	7,047,604
20.	SEARS INSURANCE SERVICES, L.L.C.	18-23556	-
21.	SEARS PROCUREMENT SERVICES, INC.	18-23557	-
22.	SEARS PROTECTION COMPANY	18-23558	108,674
23.	SEARS PROTECTION COMPANY (PR) INC.	18-23559	2,707
24.	SEARS ROEBUCK ACCEPTANCE CORP.	18-23560	275,000,000
25.	SEARS, ROEBUCK DE PUERTO RICO, INC.	18-23561	-
26.	SYW RELAY LLC	18-23562	-
27.	WALLY LABS LLC	18-23563	-
28.	BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	18-23564	-
29.	CALIFORNIA BUILDER APPLIANCES, INC.	18-23565	6,995,621
30.	FLORIDA BUILDER APPLIANCES, INC.	18-23566	6,964,453
31.	KBL HOLDING INC.	18-23567	-
32.	KLC, INC.	18-23568	-
33.	SEARS PROTECTION COMPANY (FLORIDA), LLC	18-23569	-
34.	KMART OF WASHINGTON LLC	18-23570	-
35.	KMART STORES OF ILLINOIS LLC	18-23571	-
36.	KMART STORES OF TEXAS LLC	18-23572	-
37.	MYGOFER LLC	18-23573	-
38.	SEARS BRANDS BUSINESS UNIT CORP	18-23574	-
39.	SEARS HOLDINGS PUBLISHING COMPANY, LLC	18-23575	-
40.	KMART OF MICHIGAN, INC.	18-23576	-
41.	SHC DESERT SPRINGS, LLC	18-23577	-
42.	SOE, INC.	18-23578	-
43.	STARWEST, LLC	18-23579	1,656,284
44.	STI MERCHANDISING, INC.	18-23580	-
45.	TROY COOLIDGE NO. 13, LLC	18-23581	-
46.	BLUELIGHT.COM, INC.	18-23582	-
47.	SEARS BRANDS, L.L.C.	18-23583	-
48.	SEARS BUYING SERVICES, INC.	18-23584	-
49.	KMART.COM LLC	18-23585	-
50.	SEARS BRANDS MANAGEMENT CORPORATION	18-23586	4,708,499
51.	SHC LICENSED BUSINESS LLC	18-23616	-
52.	SHC PROMOTIONS LLC	18-23630	-
53.	SRE HOLDING CORPORATION	19-22031	-
	TOTAL		\$945,615,194

Footnote(s):

(a) The net cash receipts represent cash received by each Debtor's assigned bank account.

In re: **SEARS HOLDINGS CORPORATION, et al.**
(Jointly Administered)
MOR-1b
(in US Dollars)
(Unaudited)

Case No. **18-23538 (RDD)**
Reporting Period: **1/6/19 - 2/2/19**
Federal Tax I.D. No. **20-1920798**

SCHEDULE OF DISBURSEMENTS

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	NET CASH DISBURSEMENTS (a)	PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. escrow accounts)	TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	F/N
1.	SEARS, ROEBUCK AND CO.	18-23537	\$ 404,821,279	\$ -	\$ 404,821,279	
2.	SEARS HOLDINGS CORPORATION	18-23538	3,371,731	6,008,752	9,380,483	(b)
3.	KMART HOLDING CORPORATION	18-23539	-	-	-	
4.	KMART OPERATIONS LLC	18-23540	7,807,292	-	7,807,292	
5.	SEARS OPERATIONS LLC	18-23541	1,140,480	-	1,140,480	
6.	SERVICELIVE, INC.	18-23542	321,201	-	321,201	
7.	A&E FACTORY SERVICE, LLC	18-23543	1,428,772	-	1,428,772	
8.	A&E HOME DELIVERY, LLC	18-23544	193,219	-	193,219	
9.	A&E LAWN & GARDEN, LLC	18-23545	-	-	-	
10.	A&E SIGNATURE SERVICE, LLC	18-23546	-	-	-	
11.	FBA HOLDINGS INC.	18-23547	-	-	-	
12.	INNOVEL SOLUTIONS, INC.	18-23548	36,174,616	-	36,174,616	
13.	KMART CORPORATION	18-23549	268,547,808	-	268,547,808	
14.	MAXSERV, INC.	18-23550	3,043,570	-	3,043,570	
15.	PRIVATE BRANDS, LTD.	18-23551	-	-	-	
16.	SEARS DEVELOPMENT CO.	18-23552	-	-	-	
17.	SEARS HOLDINGS MANAGEMENT CORPORATION	18-23553	12,552,648	-	12,552,648	
18.	SEARS HOME & BUSINESS FRANCHISES, INC.	18-23554	1,475,472	-	1,475,472	
19.	SEARS HOME IMPROVEMENT PRODUCTS, INC	18-23555	17,701,482	-	17,701,482	
20.	SEARS INSURANCE SERVICES, L.L.C.	18-23556	225,494	-	225,494	
21.	SEARS PROCUREMENT SERVICES, INC.	18-23557	-	-	-	
22.	SEARS PROTECTION COMPANY	18-23558	229,269	-	229,269	
23.	SEARS PROTECTION COMPANY (PR) INC.	18-23559	-	-	-	
24.	SEARS ROEBUCK ACCEPTANCE CORP.	18-23560	12,719,693	-	12,719,693	
25.	SEARS, ROEBUCK DE PUERTO RICO, INC.	18-23561	3,836,024	-	3,836,024	
26.	SYW RELAY LLC	18-23562	-	-	-	
27.	WALLY LABS LLC	18-23563	-	-	-	
28.	BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	18-23564	-	-	-	
29.	CALIFORNIA BUILDER APPLIANCES, INC.	18-23565	3,931,711	-	3,931,711	
30.	FLORIDA BUILDER APPLIANCES, INC.	18-23566	5,322,503	-	5,322,503	
31.	KBL HOLDING INC.	18-23567	-	-	-	
32.	KLC, INC.	18-23568	-	-	-	
33.	SEARS PROTECTION COMPANY (FLORIDA), LLC	18-23569	-	-	-	
34.	KMART OF WASHINGTON LLC	18-23570	193,131	-	193,131	
35.	KMART STORES OF ILLINOIS LLC	18-23571	1,317,187	-	1,317,187	
36.	KMART STORES OF TEXAS LLC	18-23572	1,369,578	-	1,369,578	
37.	MYGOFFER LLC	18-23573	-	-	-	
38.	SEARS BRANDS BUSINESS UNIT CORP	18-23574	699,629	-	699,629	
39.	SEARS HOLDINGS PUBLISHING COMPANY, LLC	18-23575	-	-	-	
40.	KMART OF MICHIGAN, INC.	18-23576	2,835,298	-	2,835,298	
41.	SHC DESERT SPRINGS, LLC	18-23577	-	-	-	
42.	SOE, INC.	18-23578	-	-	-	
43.	STARWEST, LLC	18-23579	1,880,068	-	1,880,068	
44.	STI MERCHANDISING, INC.	18-23580	-	-	-	
45.	TROY COOLIDGE NO. 13, LLC	18-23581	-	-	-	
46.	BLUELIGHT.COM, INC.	18-23582	-	-	-	
47.	SEARS BRANDS, L.L.C.	18-23583	-	-	-	
48.	SEARS BUYING SERVICES, INC.	18-23584	-	-	-	
49.	KMART.COM LLC	18-23585	217,248	-	217,248	
50.	SEARS BRANDS MANAGEMENT CORPORATION	18-23586	271,613	-	271,613	
51.	SHC LICENSED BUSINESS LLC	18-23616	-	-	-	
52.	SHC PROMOTIONS LLC	18-23630	62,115	-	62,115	
53.	SRE HOLDING CORPORATION	19-22031	-	-	-	
	TOTAL		\$ 793,690,130	\$ 6,008,752	\$ 799,698,882	

Footnote(s):

- (a) The net cash disbursements represent cash disbursed by the Debtor entity excluding disbursements made on behalf of other Debtor entities, which are reflected on the accounts of the Debtors on whose behalf they are made.
- (b) Sears Holdings Corporation (087-18-23538) disbursements of \$6.0 million made by outside sources represents professional fee payments of \$6.0 million and disbursement from the Escrow PBGC Account of approximately \$220. The amount distributed from the Escrow PBGC Account represents interest posted to the Escrow PBGC Account in January, the month after it was earned in December. The beginning and ending balance of the Escrow PBGC Account is \$0.

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-1b (CON'T)

(in US Dollars)

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **1/6/19 - 2/2/19**

Federal Tax I.D. No. **20-1920798**

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	Q1'19	
			TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
			JAN. 6 - FEB. 2, 2019	JAN. 6 - FEB. 2, 2019
1.	SEARS, ROEBUCK AND CO.	18-23537	\$ 404,821,279	\$ 404,821,279
2.	SEARS HOLDINGS CORPORATION	18-23538	9,380,483	9,380,483
3.	KMART HOLDING CORPORATION	18-23539	-	-
4.	KMART OPERATIONS LLC	18-23540	7,807,292	7,807,292
5.	SEARS OPERATIONS LLC	18-23541	1,140,480	1,140,480
6.	SERVICELIVE, INC.	18-23542	321,201	321,201
7.	A&E FACTORY SERVICE, LLC	18-23543	1,428,772	1,428,772
8.	A&E HOME DELIVERY, LLC	18-23544	193,219	193,219
9.	A&E LAWN & GARDEN, LLC	18-23545	-	-
10.	A&E SIGNATURE SERVICE, LLC	18-23546	-	-
11.	FBA HOLDINGS INC.	18-23547	-	-
12.	INNOVEL SOLUTIONS, INC.	18-23548	36,174,616	36,174,616
13.	KMART CORPORATION	18-23549	268,547,808	268,547,808
14.	MAXSERV, INC.	18-23550	3,043,570	3,043,570
15.	PRIVATE BRANDS, LTD.	18-23551	-	-
16.	SEARS DEVELOPMENT CO.	18-23552	-	-
17.	SEARS HOLDINGS MANAGEMENT CORPORATION	18-23553	12,552,648	12,552,648
18.	SEARS HOME & BUSINESS FRANCHISES, INC.	18-23554	1,475,472	1,475,472
19.	SEARS HOME IMPROVEMENT PRODUCTS, INC	18-23555	17,701,482	17,701,482
20.	SEARS INSURANCE SERVICES, L.L.C.	18-23556	225,494	225,494
21.	SEARS PROCUREMENT SERVICES, INC.	18-23557	-	-
22.	SEARS PROTECTION COMPANY	18-23558	229,269	229,269
23.	SEARS PROTECTION COMPANY (PR) INC.	18-23559	-	-
24.	SEARS ROEBUCK ACCEPTANCE CORP.	18-23560	12,719,693	12,719,693
25.	SEARS, ROEBUCK DE PUERTO RICO, INC.	18-23561	3,836,024	3,836,024
26.	SYW RELAY LLC	18-23562	-	-
27.	WALLY LABS LLC	18-23563	-	-
28.	BIG BEAVER OF FLORIDA DEVELOPMENT, LLC	18-23564	-	-
29.	CALIFORNIA BUILDER APPLIANCES, INC.	18-23565	3,931,711	3,931,711
30.	FLORIDA BUILDER APPLIANCES, INC.	18-23566	5,322,503	5,322,503
31.	KBL HOLDING INC.	18-23567	-	-
32.	KLC, INC.	18-23568	-	-
33.	SEARS PROTECTION COMPANY (FLORIDA), LLC	18-23569	-	-
34.	KMART OF WASHINGTON LLC	18-23570	193,131	193,131
35.	KMART STORES OF ILLINOIS LLC	18-23571	1,317,187	1,317,187
36.	KMART STORES OF TEXAS LLC	18-23572	1,369,578	1,369,578
37.	MYGOFER LLC	18-23573	-	-
38.	SEARS BRANDS BUSINESS UNIT CORP	18-23574	699,629	699,629
39.	SEARS HOLDINGS PUBLISHING COMPANY, LLC	18-23575	-	-
40.	KMART OF MICHIGAN, INC.	18-23576	2,835,298	2,835,298
41.	SHC DESERT SPRINGS, LLC	18-23577	-	-
42.	SOE, INC.	18-23578	-	-
43.	STARWEST, LLC	18-23579	1,880,068	1,880,068
44.	STI MERCHANDISING, INC.	18-23580	-	-
45.	TROY COOLIDGE NO. 13, LLC	18-23581	-	-
46.	BLUELIGHT.COM, INC.	18-23582	-	-

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1b (CON'T)

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

QTD SUMMARY OF DISBURSEMENTS BY DEBTOR

#	DEBTOR ENTITY NAME	BANKRUPTCY CASE NUMBER	Q1'19	
			TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)	QTD TOTAL DISBURSEMENTS (FOR QUARTERLY FEE PURPOSES)
			JAN. 6 - FEB. 2, 2019	JAN. 6 - FEB. 2, 2019
47.	SEARS BRANDS, L.L.C.	18-23583	-	-
48.	SEARS BUYING SERVICES, INC.	18-23584	-	-
49.	KMART.COM LLC	18-23585	217,248	217,248
50.	SEARS BRANDS MANAGEMENT CORPORATION	18-23586	271,613	271,613
51.	SHC LICENSED BUSINESS LLC	18-23616	-	-
52.	SHC PROMOTIONS LLC	18-23630	62,115	62,115
53.	SRE HOLDING CORPORATION	19-22031	-	-
Total			\$ 799,698,882	\$ 799,698,882

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

BANK ACCOUNT INFORMATION

#	LEGAL ENTITY	CASE NUMBER	BANK	LAST 4 DIGITS ACCOUNT #	BANK BALANCE	F/N
<u>Retained by Debtors after the Closing</u>						
1.	Kmart Corporation	18-23549	Bank of America, N.A.	8978	3,072,277	(1)(a)
2.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8965	88,046,942	(1)(a)
3.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	6570	101,500,620	(1)(a)
4.	Sears Holdings Corporation	18-23538	Bank of America, N.A.	5450	10,000,000	(1)(a)
<u>Transferred to Buyer after the Closing</u>						
5.	California Builder Appliances, Inc.	18-23565	Bank of America, N.A.	6850	-	(2)(b)
6.	Florida Builder Appliances, Inc.	18-23566	Bank of America, N.A.	7770	-	(2)(b)
7.	Innovel Solutions, Inc.	18-23548	Bank of America, N.A.	3618	-	(2)(c)
8.	Kmart Corporation	18-23549	Banco Popular	0247	53,692	(2)(d)
9.	Kmart Corporation	18-23549	Banco Popular	6180	453,020	(2)(e)
10.	Kmart Corporation	18-23549	BancorpSouth	3945	12,000	(2)(b)
11.	Kmart Corporation	18-23549	Bank of America, N.A.	0136	-	(2)(c)
12.	Kmart Corporation	18-23549	Bank of America, N.A.	0508	-	(2)(c)
13.	Kmart Corporation	18-23549	Bank of America, N.A.	0986	-	(2)(c)
14.	Kmart Corporation	18-23549	Bank of America, N.A.	0994	-	(2)(c)
15.	Kmart Corporation	18-23549	Bank of America, N.A.	1000	-	(2)(c)
16.	Kmart Corporation	18-23549	Bank of America, N.A.	2102	370,828	(2)(c)
17.	Kmart Corporation	18-23549	Bank of America, N.A.	3295	-	(2)(c)
18.	Kmart Corporation	18-23549	Bank of America, N.A.	3531	-	(2)(c)
19.	Kmart Corporation	18-23549	Bank of America, N.A.	3816	-	(2)(c)
20.	Kmart Corporation	18-23549	Bank of America, N.A.	3896	-	(2)(a)
21.	Kmart Corporation	18-23549	Bank of America, N.A.	3929	588,147	(2)(b)
22.	Kmart Corporation	18-23549	Bank of America, N.A.	4404	-	(2)(c)
23.	Kmart Corporation	18-23549	Bank of America, N.A.	6005	-	(2)(c)
24.	Kmart Corporation	18-23549	Bank of America, N.A.	6911	-	(2)(c)
25.	Kmart Corporation	18-23549	Bank of America, N.A.	7539	-	(2)(a)
26.	Kmart Corporation	18-23549	Bank of America, N.A.	7542	-	(2)(a)
27.	Kmart Corporation	18-23549	Bank of America, N.A.	7555	-	(2)(a)
28.	Kmart Corporation	18-23549	Bank of America, N.A.	7743	-	(2)(a)
29.	Kmart Corporation	18-23549	Bank of America, N.A.	7756	-	(2)(f)
30.	Kmart Corporation	18-23549	Bank of America, N.A.	7769	-	(2)(c)
31.	Kmart Corporation	18-23549	Bank of America, N.A.	7772	-	(2)(c)
32.	Kmart Corporation	18-23549	Bank of America, N.A.	7785	-	(2)(a)
33.	Kmart Corporation	18-23549	Bank of America, N.A.	7798	-	(2)(c)
34.	Kmart Corporation	18-23549	Bank of America, N.A.	7808	-	(2)(c)
35.	Kmart Corporation	18-23549	Bank of America, N.A.	7811	-	(2)(c)
36.	Kmart Corporation	18-23549	Bank of America, N.A.	7824	-	(2)(a)
37.	Kmart Corporation	18-23549	Bank of America, N.A.	7837	-	(2)(a)
38.	Kmart Corporation	18-23549	Bank of America, N.A.	7970	-	(2)(g)
39.	Kmart Corporation	18-23549	Bank Of Oklahoma	5769	8,869	(2)(c)
40.	Kmart Corporation	18-23549	BB&T Bank	8654	8,952	(2)(c)
41.	Kmart Corporation	18-23549	Capital One Bank	9632	76,510	(2)(h)
42.	Kmart Corporation	18-23549	Cherokee State Bank	0494	9,996	(2)(a)
43.	Kmart Corporation	18-23549	Citizens Bank	7910	56,100	(2)(c)
44.	Kmart Corporation	18-23549	First and Farmers Bank	0543	158,216	(2)(a)
45.	Kmart Corporation	18-23549	First Bank and Trust Company	9130	30,347	(2)(i)
46.	Kmart Corporation	18-23549	First Hawaiian Bank	0940	342,070	(2)(c)
47.	Kmart Corporation	18-23549	First Interstate Bank of Billings NA	2277	9,489	(2)(j)
48.	Kmart Corporation	18-23549	First Interstate Bank of Riverton	1274	2,493	(2)(n)
49.	Kmart Corporation	18-23549	First National Bank	0001	31,786	(2)(a)

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

BANK ACCOUNT INFORMATION

#	LEGAL ENTITY	CASE NUMBER	BANK	LAST 4 DIGITS ACCOUNT #	BANK BALANCE	F/N
50.	Kmart Corporation	18-23549	Fidelity Bank	2180	3,819	(2)(a)
51.	Kmart Corporation	18-23549	First National Bank of Grayson	4081	-	(2)(a)
52.	Kmart Corporation	18-23549	First Security	9005	3,992	(2)(a)
53.	Kmart Corporation	18-23549	First Security	7014	13,009	(2)(c)
54.	Kmart Corporation	18-23549	First State Bank	6705	4,000	(2)(a)
55.	Kmart Corporation	18-23549	First Tennessee	0555	53,930	(2)(c)
56.	Kmart Corporation	18-23549	Hilltop National Bank	4003	4,000	(2)(a)
57.	Kmart Corporation	18-23549	Iowa State Bank	4408	3,984	(2)(a)
58.	Kmart Corporation	18-23549	M&T Bank	2880	9,665	(2)(c)
59.	Kmart Corporation	18-23549	NBT Bank	0573	3,960	(2)(o)
60.	Kmart Corporation	18-23549	NorState Federal Credit Union	6752	15,026	(2)(a)
61.	Kmart Corporation	18-23549	Old National Bank	5501	3,590	(2)(a)
62.	Kmart Corporation	18-23549	PNC Bank	0169	187,243	(2)(c)
63.	Kmart Corporation	18-23549	PNC Bank	3334	-	(2)(c)
64.	Kmart Corporation	18-23549	PNC Bank	9553	-	(2)(c)
65.	Kmart Corporation	18-23549	Union Bank	1583	434,238	(2)(c)
66.	Kmart Corporation	18-23549	United Missouri Bank	0553	25,499	(2)(c)
67.	Kmart Corporation	18-23549	United Missouri Bank	3100	5,000	(2)(c)
68.	Kmart Corporation	18-23549	United Missouri Bank	4642	10,000	(2)(c)
69.	Kmart Corporation	18-23549	Wells Fargo	0318	200,886	(2)(c)
70.	Kmart Corporation	18-23549	Zions National Bank	6778	6,412	(2)(a)
71.	Sears Holdings Corporation	18-23538	Bank of America, N.A.	4266	-	(2)(c)
72.	Sears Holdings Corporation	18-23538	Bank of America, N.A.	6719	-	(2)(c)
73.	Sears Holdings Management Corporation	18-23553	Bank of America, N.A.	5426	-	(2)(a)
74.	Sears Holdings Management Corporation	18-23553	Bank of America, N.A.	6338	-	(2)(a)
75.	Sears Holdings Management Corporation	18-23553	Bank of America, N.A.	6722	-	(2)(c)
76.	Sears Holdings Management Corporation	18-23553	KeyBank	1056	21,413	(2)(m)
77.	Sears Holdings Management Corporation	18-23553	US Bank	8942	231	(2)(l)
78.	Sears Protection Company	18-23558	Bank of America, N.A.	4583	127,663	(2)(c)
79.	Sears Protection Company (Florida), LLC	18-23569	Bank of America, N.A.	4596	7,801	(2)(c)
80.	Sears Protection Company (PR), Inc.	18-23559	Banco Popular	5678	26,999	(2)(k)
81.	Sears Protection Company (PR), Inc.	18-23561	Banco Popular	1580	-	(2)(k)
82.	Sears Protection Company (PR), Inc.	18-23561	Banco Popular	7665	498,659	(2)(k)
83.	Sears Roebuck Acceptance Corp.	18-23560	Bank of America, N.A.	0955	-	(2)(a)
84.	Sears Roebuck Acceptance Corp.	18-23560	Bank of America, N.A.	6815	-	(2)(a)
85.	Sears Roebuck Acceptance Corp.	18-23560	Bank of America, N.A.	9512	41,680	(2)(a)
86.	Sears, Roebuck and Co.	18-23555	Bank of America, N.A.	0978	-	(2)(c)
87.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0149	-	(2)(c)
88.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0556	-	(2)(a)
89.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0895	-	(2)(c)
90.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0903	-	(2)(c)
91.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0911	-	(2)(c)
92.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0929	-	(2)(c)
93.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0945	-	(2)(c)
94.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	0952	-	(2)(c)
95.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	1451	-	(2)(c)
96.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	1595	8,607,872	(2)(c)
97.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	3107	-	(2)(a)
98.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	3266	-	(2)(c)
99.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	4120	-	(2)(c)
100.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	4205	-	(2)(c)
101.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	4394	-	(2)(a)

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

BANK ACCOUNT INFORMATION

#	LEGAL ENTITY	CASE NUMBER	BANK	LAST 4 DIGITS ACCOUNT #	BANK BALANCE	F/N
102.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	5261	72,025	(2)(c)
103.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	5468	-	(2)(c)
104.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	5885	-	(2)(c)
105.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	6654	2,375	(2)(a)
106.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	6667	-	(2)(a)
107.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7607	-	(2)(a)
108.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7776	-	(2)(c)
109.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7802	-	(2)(c)
110.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7828	-	(2)(a)
111.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7831	-	(2)(a)
112.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7844	-	(2)(a)
113.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7857	-	(2)(a)
114.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7969	-	(2)(a)
115.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	7972	-	(2)(a)
116.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8279	490,835	(2)(n)
117.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8855	-	(2)(a)
118.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8868	-	(2)(a)
119.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8871	-	(2)(a)
120.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8884	-	(2)(a)
121.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8960	-	(2)(a)
122.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8973	-	(2)(a)
123.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8981	238,328	(2)(c)
124.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8986	-	(2)(f)
125.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	8994	-	(2)(a)
126.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	9415	1,847	(2)(a)
127.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	9457	594,107	(2)(a)
128.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	9939	-	(2)(c)
129.	Sears, Roebuck and Co.	18-23537	Bank Of Oklahoma	1048	22,324	(2)(c)
130.	Sears, Roebuck and Co.	18-23537	Capital One Bank	4557	-	(2)(n)
131.	Sears, Roebuck and Co.	18-23537	Capital One Bank	9999	13,139	(2)(c)
132.	Sears, Roebuck and Co.	18-23537	Citizens Bank	3397	136,401	(2)(c)
133.	Sears, Roebuck and Co.	18-23537	First Hawaiian Bank	8911	166,544	(2)(c)
134.	Sears, Roebuck and Co.	18-23537	First Tennessee	0003	23,229	(2)(c)
135.	Sears, Roebuck and Co.	18-23537	KeyBank	4236	20,906	(2)(m)
136.	Sears, Roebuck and Co.	18-23537	PNC Bank	2515	51,036	(2)(c)
137.	Sears, Roebuck and Co.	18-23537	PNC Bank	3342	-	(2)(h)
138.	Sears, Roebuck and Co.	18-23537	PNC Bank	3424	-	(2)(c)
139.	Sears, Roebuck and Co.	18-23537	Regions Bank	5433	66,656	(2)(c)
140.	Sears, Roebuck and Co.	18-23537	Union Bank	4871	242,229	(2)(a)
141.	Sears, Roebuck and Co.	18-23537	Wells Fargo	2397	289,158	(2)(c)
142.	StarWest, LLC	18-23579	Bank of America, N.A.	9396	-	(2)(b)
143.	Sears, Roebuck and Co.	18-23537	Bank of America, N.A.	9540	32,006,729	(2)(p)

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1c

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

Footnote(s):

- (1) Retained by Debtors after the Closing.
- (2) Transferred to the Buyer after the Closing.
- (a) The bank statement(s) are for the period from 1/1/19 through 1/31/19.
- (b) The bank statement(s) are for the period from 1/1/19 through 2/1/19.
- (c) The bank statement(s) are for the period from 1/5/19 through 2/1/19.
- (d) The bank statement(s) are for the period from 12/29/18 through 1/25/19.
- (e) The bank statement(s) are for the period from 12/29/18 through 2/1/19.
- (f) The bank statement(s) is as of December 31, 2018 due to no activity in the account.
- (g) Kmart Corporation (087-18-23549) Bank of America, N.A. account ending in x7970 had no activity in over a year and a balance of zero dollars as of 1/25/19.
- (h) The bank statement(s) are for the period from 1/5/19 through 1/31/19.
- (i) The bank statement(s) are for the period from 12/31/18 through 1/31/19.
- (j) The bank statement(s) are for the period from 12/31/18 through 2/4/19.
- (k) The bank statement(s) are for the period from 1/12/19 through 2/1/19.
- (l) The bank statement(s) are for the period from 1/2/19 through 1/31/19.
- (m) The bank statement(s) are for the period from 12/31/18 through 2/1/19.
- (n) The bank statement(s) is as of 1/31/19.
- (o) The balance is as of 1/31/19 from the Company's bank file.
- (p) Sears, Roebuck and Co. (087-18-23537) Bank of America, N.A. account ending in x9540 is a new account. The balance is as of 1/31/19.

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-1d

(in US Dollars)

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

SCHEDULE OF RETAINED RESTRUCTURING PROFESSIONAL FEE DISBURSEMENTS & US TRUSTEE FEES

PROFESSIONAL	AMOUNT PAID DURING THE REPORTING PERIOD	CUMULATIVE (a)
<i>Estate Professionals</i>		
Weil, Gotshal & Manges LLP	\$ -	\$ 4,146,941
M-III Advisory Partners LP	1,475,215	3,778,954
Lazard Freres & Co. LLC	-	1,644,335
Prime Clerk	656,725	2,628,454
A&G Realty Partners LLC	-	100,000
Jones Lang Lasalle Americas, Inc.	193,636	193,636
Total Estate Professionals	2,325,577	12,492,320
<i>Restructuring Committee Professionals</i>		
Paul Weiss Rifkind Wharton & Garrison LLP	2,305,836	3,346,295
Young Conaway Stargatt & Taylor, LLP	67,910	90,945
Alvarez & Marsal North America, LLC	1,309,209	1,809,209
Total Restructuring Committee Professionals	3,682,955	5,246,450
Total Retained Professionals	6,008,532	17,738,770
US Trustee Quarterly Fees	3,366,731	3,366,731
Total Professional and US Trustee Fees	\$ 9,375,262	\$ 21,105,500

Footnotes(s):

(a) Represents payments made since the Commencement Date.

In re: **SEARS HOLDINGS CORPORATION, et al.**

(Jointly Administered)

MOR-2

(Unaudited)

Case No. **18-23538 (RDD)**

Reporting Period: **1/6/19 - 2/2/19**

Federal Tax I.D. No. **20-1920798**

STATEMENT OF OPERATIONS

Condensed & Consolidated Income Statement (a)

**Reporting
Period Ended
February 2, 2019**
(in millions)

REVENUES

Merchandise sales and services	\$ 464
Services and other	113
Total revenues	<u>577</u>

COSTS AND EXPENSES

Cost of sales, buying and occupancy - merchandise sales	425
Cost of sales and occupancy - services and other	68
Total cost of sales, buying and occupancy	<u>493</u>
Selling and administrative	507
Depreciation and amortization	44
Impairment charges	1
Gain on sales of assets	(34)
Total costs and expenses	<u>1,011</u>
Operating income (loss)	(434)
Reorganization, net	(43)
Interest expense	(33)
Interest and investment income (loss)	2
Other loss	(8)
Income (loss) before income taxes	<u>(516)</u>
Income tax (expense) benefit	16
NET LOSS	<u>\$ (500)</u>

Footnote(s):

(a) Numbers may not foot due to rounding

In re: SEARS HOLDINGS CORPORATION, et al.

(Jointly Administered)

MOR-3

(Unaudited)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

BALANCE SHEET

Condensed & Consolidated Balance Sheet (a)

As of
February 2, 2019

(in millions)

ASSETS

Current assets

Cash and Cash Equivalents	\$	126
Restricted Cash		243
Accounts Receivable		370
Merchandise Inventories		1,563
Prepaid Expenses and Other Current Assets		438
Total Current Assets		<u>2,740</u>

Property and Equipment (net of accumulated depreciation and amortization)		923
Goodwill and Intangible Assets		691
Other Assets		368
Investment in Subsidiaries		26,648
TOTAL ASSETS	\$	<u>31,370</u>

LIABILITIES

Current Liabilities

Short-Term Borrowings		493
Current Portion of Long-Term Debt and Capitalized Lease Obligations		404
Debtor-in-Possession Credit Facility (b)		858
Merchandise Payables		171
Intercompany Payables		27,162
Other Current Liabilities		1,373
Total Current Liabilities		<u>30,461</u>

Long-term Debt and Capitalized Lease Obligations		2,258
Pension and Postretirement Benefits		125
Deferred Gain on Sale-Leaseback		227
Sale-Leaseback Financing Obligation		371
Unearned Revenues		523
Other Long-term Liabilities		517
Total Liabilities Not Subject to Compromise		<u>34,482</u>
Liabilities Subject to Compromise		4,580
Commitments and Contingencies		-

DEFICIT

Total Deficit		(7,692)
TOTAL LIABILITIES AND DEFICIT	\$	<u>31,370</u>

Footnote(s):

(a) Numbers may not foot due to rounding

(b) Debtor-in-Possession ABL Facility of \$858 million is net of the \$5 million discount and includes the roll-up of the 2016 Term Loan.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors

MOR-4a, 4b, 4c

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

MOR-4a: STATUS OF POST-PETITION TAXES

Subject: January Monthly Operating Report Attestation Regarding Post-Petition Taxes

The Debtors, Sears Holdings Corporation., et al., hereby submit this attestation regarding post-petition taxes.

All post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, are current. There are no material tax disputes or reconciliations.

/s/ Mohsin Y. Meghji

Mohsin Y. Meghji

Chief Restructuring Officer

Sears Holdings Corporation., et al.

MOR-4b: SUMMARY OF UNPAID POST-PETITION VENDOR PAYABLES

DESCRIPTION	CURRENT	NUMBER OF DAYS PAST DUE				TOTAL
		1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	
Combined	\$ 171,355,971	\$ -	\$ -	\$ -	\$ -	\$ 171,355,971

MOR-4c: ACCOUNTS RECEIVABLE AGING

DESCRIPTION	CURRENT	1-30 DAYS	31-60 DAYS	61-90 DAYS	91+ DAYS	TOTAL
Accounts Receivable, Net	\$ 313,078,266	\$ 34,201,896	\$ 10,026,061	\$ 5,674,408	\$ 7,450,435	\$ 370,431,065

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors

MOR-5

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

PAYMENTS TO INSIDERS (a)

INSIDER PAYMENT SUMMARY (FOR THIS PERIOD ONLY)	
DESCRIPTION	AMOUNT
Regular Earnings, Subject to Withholding & Gross Up; Cash Reimbursement Non-Tax; Cell Phone Reimbursement; Commuter Pay; Severance Payment	\$ 887,478

Footnote(s):

(a) The payments to insiders during the current month includes payments by the Debtors to employees who have been included in the Debtors' Key Employee Incentive Plan.

Persons included as "insiders" have been included for informational purposes only. The Debtors do not concede or take any position with respect to: (i) such person's influence over the control of the Debtors; (ii) the management responsibilities or functions of such individual; (iii) the decision-making or corporate authority of such individual; or (iv) whether such individual could successfully argue that he or she is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" is not an acknowledgement or concession that such party is an "insider" under applicable bankruptcy law.

In re: SEARS HOLDINGS CORPORATION, et al.

Debtors

MOR-6

(in US Dollars)

Case No. 18-23538 (RDD)

Reporting Period: 1/6/19 - 2/2/19

Federal Tax I.D. No. 20-1920798

DIP FINANCING (TERM LOAN & ABL) - As of February 2, 2019

DESCRIPTION	BEGINNING BALANCE	ADDITIONAL DRAWS	PAYDOWNS	ENDING BALANCE
Debtor-in-Possession ABL Facility (including the rollup of pre-petition ABL revolving and term loans and L/Cs) Note: shows draws and paydowns of DIP term loans only; the revolving advances are repaid with daily cash sweep, except for revolving advances repaid on the Effective Date (a)	\$523,271,012	\$0	(\$10,152,286)	\$513,118,726
DIP Junior Term Loan Facility	75,000,000	275,000,000	-	350,000,000
Total	\$598,271,012	\$275,000,000	(\$10,152,286)	\$863,118,726

Footnote(s)

(a) As of 2/2/19, the Debtor-in-Possession ABL Facility carrying value totaled \$506,331,910, net of discount \$5,103,408 and debt issuance costs of \$1,683,408.

In re: SEARS HOLDINGS CORPORATION, et al.
Debtors

Case No. 18-23538 (RDD)
Reporting Period: 1/6/19 - 2/2/19
Federal Tax I.D. No. 20-1920798

MOR 7: DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No	Comments
1.	Have any assets been sold or transferred outside the normal course of business this reporting period?	X		Sale of 13 Sears & Kmart stores to U-Haul for gross amount of \$62 million, closed on January 18, 2019.
2.	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X	
3.	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X	
4.	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X	
5.	Is the Debtor delinquent in paying any insurance premium payment?		X	
6.	Have any payments been made on pre-petition liabilities this reporting period?	X		As allowed under the First Day Orders
7.	Are any post petition receivables (accounts, notes or loans) due from related parties?	X		Sears Hometown and Outlet Stores owes Sears, Roebuck & Co. for the monthly intercompany settlement related to service contract sales, inventory and other support functions provided by Sears, Roebuck & Co.
8.	Are any post petition payroll taxes past due?		X	
9.	Are any post petition State or Federal income taxes past due?		X	
10.	Are any post petition real estate taxes past due?		X	
11.	Are any other post petition taxes past due?		X	
12.	Have any pre-petition taxes been paid during this reporting period?	X		(a)
13.	Are any amounts owed to post petition creditors delinquent?		X	
14.	Are any wage payments past due?		X	
15.	Have any post petition loans been received by the Debtor from any party?		X	
16.	Is the Debtor delinquent in paying any U.S. Trustee fees?		X	
17.	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X	
18.	Have the owners or shareholders received any compensation outside of the normal course of business?		X	

Footnote(s):

(a) The following pre-petition taxes were paid during this period: (i) payroll taxes; (ii) state income taxes for franchise businesses; and (iii) property taxes.